Law Offices

ELIAS C ALVORD (1942) ELLSWORTH C ALVORD (1964)

ROBERT W ALVORD\* CHARLES T KAPPLER JOHN H DOYLE\* JAMES C MARTIN JR\*

\*ALSO ADMITTED IN NEW YORK \*ALSO ADMITTED IN MARYLAND

#### ALVORD AND ALVORD

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OF COUNSEL URBAN A LESTER

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0-330A069

November 23, 1990

RECORDATION 110 666 FILED 1423

Mr. Sidney L. Strickland, Jr. Secretary Interstate Commerce Commission Washington, D.C. 20423

NOV 26 1990 7 55 PM

INTERSTATE OF THEFE COMMISSION

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three original copies of a Supplement No. 2 dated November 26, 1990 to Schedule B Annexed to Loan, Chattel Mortgage and Security Agreement dated December 15, 1989, a secondary document as defined n the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The enclosed document relates to a Loan, Chattel Mortgage and Security Agreement dated December 15, 1989, which was filed and recorded on December 15, 1989 under Recordation Number 16652.

The names and addresses of the parties to the enclosed document are:

Debtor:

ACF Industries, Incorporated

100 South Bedford Road Mt. Kisco, New York 10549

Secured Party:

Norstar Bank

40 Main Street

Hempstead, New York 11511

A description of the railroad equipment covered by the enclosed document is set forth in Schedule I attached hereto and made a part hereof.

Also enclosed is a check in the amount of \$15 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Est getty gran-

Mr. Sidney L. Strickland, Jr. November 23, 1990 Page Two

Kindly return two stamped copies of the enclosed document to the undersigned.

A short summary of the enclosed secondary document to appear in the Commission's Index:

Supplement No. 2 dated November  $3\dot{\nu}$ , 1990 to Schedule B Annexed to Loan, Chattel Mortgage and Security Agreement dated December 15, 1989 between ACF Industries, Incorporated, Debtor and Norstar Bank, Secured Party, covering railcars bearing ACFX marks and numbers.

Very truly yours,

Chailes T. Kappler 33 Charles T. Kappler

CTK/bg Enclosures

# SUPPLEMENT TO LOAN, CHATTEL MORTGAGE AND SECURITY AGREEMENT TO LOAN,

16652-B

SUPPLEMENT NO. 2

NOV 26 1990 -1 55 PM

TO

SCHEDULE B

INTERSTATE OCCURRANT CARRE

ANNEXED TO LOAN,

CHATTEL MORTGAGE AND SECURITY AGREEMENT DATED DECEMBER 15, 1990

BETWEEN

ACF INDUSTRIES, INCORPORATED ("DEBTOR")

AND

NORSTAR BANK ("BANK")

WHEREAS, Debtor and the Bank entered into a certain Loan, Chattel Mortgage and Security Agreement dated December 15, 1990 (as heretofore amended, modified or supplemented, the "Loan Agreement") pursuant to which the Bank agreed to lend certain sums to Debtor (the "Loans");

WHEREAS, pursuant to the Loan Agreement, Debtor is obligated from time to time to deliver to the Bank this Supplement to Loan, Chattel Mortgage and Security Agreement, and it is a condition precedent to the obligation of the Bank to make or maintain the Loans that Debtor shall execute and deliver to the Bank this Supplement to Loan, Chattel Mortgage and Security Agreement;

NOW, THEREFORE, the parties hereto hereby agree as follows:

Schedule B to the Loan Agreement is hereby amended and supplemented by the addition thereto of the following described Collateral (as defined in the Loan Agreement), which additional Collateral is to be covered by the Loan Agreement and the liens and encumbrances created thereby:

See Schedule I annexed hereto and made a part hereof.

IN WITNESS WHEREOF, the parties hereto have caused this Supplement to be duly executed this 26 day of November, 1990.

ACF INDUSTRIES, INCORPORATED

Name: Asistant Treasurer

NORSTAR BANK

Ву

Name: Title:

MISSOURI ST. LOUIS ss.: COUNTY OF NEWXXXXXXX November , 1990, before me On this 23rd day of \_\_\_\_, to me known, who personally came Umesh Choksi being to me duly sworn, did depose and say that he resides at 2031 Schoettler Valley Drive, Chesterfield, Mo. 63017 , that he is the of ACF INDUSTRIES, INCORPORATED, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order. NOTARY PUBLIC STATE OF MISSOURI STATE OF NEW YORK ST CHARLES COUNTY MY COMMISSION EXP APR. 7,1994 ss.: COUNTY OF NEW YORK On this day of , 1990, before me , to me known, who being to me personally came duly sworn, did depose and say that he resides at

executed the foregoing instrument; and that he signed his name

thereto by order of the board of directors of said bank.

, that he is the

of NORSTAR BANK, the bank described in and which

...3

## SCHEDULE I

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ACFX 67282 ACFX 67284 - 67285 ACFX 67289 - 67290 ACFX 67292 - 67293 ACFX 67295 ACFX 67302 - 67303 ACFX 67305 ACFX 67307 - 67308 ACFX 67310 ACFX 67314 ACFX 67317 - 67319 ACFX 67321 ACFX 67321 ACFX 67327 ACFX 67327 ACFX 67327 ACFX 67329 ACFX 67331 - 67332			
ACFX 67284 - 67285 ACFX 67289 - 67290 ACFX 67292 - 67293 ACFX 67297 ACFX 67302 - 67303 ACFX 67305 ACFX 67310 ACFX 67310 ACFX 67314 ACFX 67317 - 67319 ACFX 67321 ACFX 67321 ACFX 67327 ACFX 67329 ACFX 67331 - 67332			
ACFX 67289 - 67290 ACFX 67292 - 67293 ACFX 67295 ACFX 67307 - 67303 ACFX 67307 - 67308 ACFX 67310 ACFX 67314 ACFX 67317 - 67319 ACFX 67321 ACFX 67321 ACFX 67327 ACFX 67327 ACFX 67329 ACFX 67331 - 67332			
ACFX 67292 - 67293 ACFX 67297 ACFX 67302 - 67303 ACFX 67305 ACFX 67310 ACFX 67310 ACFX 67314 ACFX 67317 - 67319 ACFX 67321 ACFX 67321 ACFX 67327 ACFX 67327 ACFX 67329 ACFX 67331 - 67332			
ACFX 67295 ACFX 67302 - 67303 ACFX 67305 ACFX 67307 - 67308 ACFX 67310 ACFX 67314 ACFX 67317 - 67319 ACFX 67321 ACFX 67321 ACFX 67327 ACFX 67327 ACFX 67329 ACFX 67331 - 67332			
ACFX 67302 - 67303 ACFX 67305 ACFX 67307 - 67308 ACFX 67310 ACFX 67314 ACFX 67317 - 67319 ACFX 67321 ACFX 67321 ACFX 67327 ACFX 67327 ACFX 67329 ACFX 67331 - 67332			
ACFX 67302 - 67303 ACFX 67305 ACFX 67307 - 67308 ACFX 67310 ACFX 67314 ACFX 67317 - 67319 ACFX 67321 ACFX 67321 ACFX 67327 ACFX 67327 ACFX 67327 ACFX 67331 - 67332			
ACFX 67305 ACFX 67307 - 67308 ACFX 67310 ACFX 67314 ACFX 67317 - 67319 ACFX 67321 ACFX 67324 - 67325 ACFX 67327 ACFX 67327 ACFX 67330 - 67332			
ACFX 67307 - 67308 ACFX 67310 ACFX 67314 ACFX 67317 - 67319 ACFX 67321 ACFX 67324 - 67325 ACFX 67327 ACFX 67327 ACFX 67331 - 67332			
ACFX 67310 ACFX 67314 ACFX 67317 - 67319 ACFX 67321 ACFX 67324 - 67325 ACFX 67327 ACFX 67329 ACFX 67331 - 67332			
ACFX 67314 ACFX 67317 - 67319 ACFX 67321 ACFX 67324 - 67325 ACFX 67327 ACFX 67329 ACFX 67331 - 67332			
ACFX 67317 - 67319 ACFX 67321 ACFX 67324 - 67325 ACFX 67327 ACFX 67329 ACFX 67331 - 67332			
ACFX 67321 ACFX 67324 - 67325 ACFX 67327 ACFX 67329 ACFX 67331 - 67332			
ACFX 67324 - 67325 ACFX 67327 ACFX 67329 ACFX 67331 - 67332			
ACFX 67327 ACFX 67329 ACFX 67331 - 67332			
ACFX 67329 ACFX 67331 - 67332			
ACFX 67331 - 67332			
	ACFX 67334		

CARS INITIALLED		
AND NUMBERED	AAR DESG.	TOTAL CARS
ACFX 67339 - 67340		
ACFX 67343		
ACFX 67346		
ACFX 67348		
ACFX 67350	C214	126
ACFX 67381		
ACFX 67387		
ACFX 67391 - 67392		
ACFX 67395		
ACFX 67397		
ACFX 67399		
ACFX 67404		
ACFX 67431		
ACFX 67433		
ACFX 67448		
ACFX 67467 - 67580		
ACFX 73660 - 73666	T564	7
·		217

#### SUPPLEMENT TO LOAN, CHATTEL MORTGAGE AND SECURITY AGREEMENT

SUPPLEMENT NO. 2 TO

NOV 26 1990 -1 55 PM

SCHEDULE B

ANNEXED TO LOAN.

CHATTEL MORTGAGE AND SECURITY AGREEMENTHERSTATE COMMERCE COMMISSION DATED DECEMBER 15, 1990

BETWEEN

ACF INDUSTRIES, INCORPORATED ("DEBTOR")

AND

NORSTAR BANK ("BANK")

WHEREAS, Debtor and the Bank entered into a certain Loan, Chattel Mortgage and Security Agreement dated December 15, 1990 (as heretofore amended, modified or supplemented, the "Loan Agreement") pursuant to which the Bank agreed to lend certain sums to Debtor (the "Loans");

WHEREAS, pursuant to the Loan Agreement, Debtor is obligated from time to time to deliver to the Bank this Supplement to Loan, Chattel Mortgage and Security Agreement, and it is a condition precedent to the obligation of the Bank to make or maintain the Loans that Debtor shall execute and deliver to the Bank this Supplement to Loan, Chattel Mortgage and Security Agreement;

NOW, THEREFORE, the parties hereto hereby agree as follows:

Schedule B to the Loan Agreement is hereby amended and supplemented by the addition thereto of the following described Collateral (as defined in the Loan Agreement), which additional Collateral is to be covered by the Loan Agreement and the liens and encumbrances created thereby:

Doc # 345189

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See Schedule I annexed hereto and made a part hereof.

IN WITNESS WHEREOF, the parties hereto have caused this Supplement to be duly executed this \_\_\_\_ day of November, 1990.

ACF INDUSTRIES, INCORPORATED

By Name:

Name: Title:

NORSTAR BANK

ву //

Title VAV

STATE OF NEW YORK )
: ss.: COUNTY OF NEW YORK )
On this day of, 1990, before me personally came, to me known, who being to me duly sworn, did depose and say that he resides at, that he is the
of ACF INDUSTRIES, INCORPORATED, the
corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order.
STATE OF NEW YORK ) : ss.:
COUNTY OF NEW YORK )  QUENC
On this 3/ day of November, 1990, before me personally came Jeoffrey ) Spillane to me known, who being to me duly sworn, did depose and say that he resides at 6 8 4 x 5
duly sworn, did depose and say that he resides at 6 8 4) It have fork, My 100/7, that he is the least.
lese President of NORSTAR BANK, the bank described in and which
executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said bank.
Negua L. Edelman
REGINA L. EDELMAN NOTARY PUBLIC. State of New York

NOTARY PUBLIC. State of New York
No. 41-4505178
Qualified in Queens County
Commission Expires February 28, 199 >>

## SCHEDULE I

CARS INITIA		AAR DESG.	TOTAL CARS
ACFX 67152	- 67153	C214	84
ACFX 67160			
ACFX 67164			
ACFX 67168	· · - · ·		
ACFX 67172	- 67173		
ACFX 67176			
ACFX 67182			
ACFX 67192	07105		
ACFX 67195	- 67196		
ACFX 67198	0/190		
ACFX 67205			
ACFX 67208	_ 67200		
ACFX 67217			
ACFX 67217	- 0/219		
ACFX 67229			
ACFX 67232			
ACFX 67232 ACFX 67235			
ACFX 67235 ACFX 67237	(7720		
	- 6/239		
ACFX 67241			
ACFX 67245	67250		
ACFX 67248			
ACFX 67252	- 6/253		
ACFX 67255			
ACFX 67257	(70(1		
ACFX 67260	- 6/261		
ACFX 67267	(7)7)		
ACFX 67271			
ACFX 67278	- 6/280		
ACFX 67282	67005		
ACFX 67284			
ACFX 67289			
ACFX 67292	- 67293		
ACFX 67295			
ACFX 67297			
ACFX 67302	- 67303		
ACFX 67305			
ACFX 67307	- 67308		
ACFX 67310			
ACFX 67314	(2210		
ACFX 67317	- 67319		
ACFX 67321	60005		
ACFX 67324	- 6/325		
ACFX 67327			
ACFX 67329	63333		
ACFX 67331	- 6/332		
ACFX 67334			

CARS INITIALLED AND NUMBERED	AAR DESG.	TOTAL CARS
ACFX 67339 - 67340 ACFX 67343 ACFX 67346 ACFX 67348		
ACFX 67350 ACFX 67381 ACFX 67387	C214	126
ACFX 67391 - 67392 ACFX 67395 ACFX 67397		
ACFX 67399 ACFX 67404 ACFX 67431 ACFX 67433		
ACFX 67448 ACFX 67467 - 67580		
ACFX 73660 - 73666	T564	$\frac{7}{217}$